

P98000065240

DARBY, PEELE, BOWDOIN, PAYNE & KENNON

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
W. RODERICK BOWDOIN, P.A.
M. BLAIR PAYNE
THOMAS J. KENNON, III

ATTORNEYS AT LAW

February 1, 1999

327 NORTH HERNANDO STREET
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LAKE CITY, FLORIDA 32056
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4895.01-98-282

Corporate Records Bureau
Division of Corporations, Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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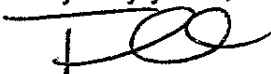
Re: Midnight Pizza Enterprises, Inc.

Dear Sir/Madam:

Please find enclosed a copy of the Resignation of Michael J. Testoni, from the Board of Directors of Midnight Pizza Enterprises, Inc., Articles of Incorporation Document number P98000065240, filed on July 23, 1998, which we request be filed with the corporate papers for this corporation.

Thank you and please contact me if you have any questions.

Very truly yours,



Thomas J. Kennon, III
For the Firm

TJKIII/sc

Enclosure

1. copy of resignation

FILED
99 FEB 10 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 FEB -3 PM 2:58
DIVISION OF CORPORATIONS

sf 125.8

TLL FEB 1 1 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 4, 1999

THOMAS J. KENNON, III, ESQ.
DARBY, PEELE, BOWDOIN, PAYNE & KENNON
P. O. DRAWER 1707
LAKE CITY, FL 32056

SUBJECT: MIDNIGHT PIZZA ENTERPRISES, INC.
Ref. Number: P98000065240

RECEIVED
FEB 06 1999

DARBY, PEELE, BOWDOIN,
PAYNE & KENNON

RECEIVED
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DARBY, PEELE, BOWDOIN,
PAYNE & KENNON

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35. *- enclosed*

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 399A00004953

RESIGNATION

The undersigned, MICHAEL J. TESTONI, as one of the two (2) initial Directors of a Florida corporation, known as Midnight Pizza Enterprises, Inc., hereby delivers his resignation from the Board of Directors of said corporation. The reason for said resignation is that MICHAEL J. TESTONI, has sold all of his rights and interests in said corporation to MICHAEL SPECTOR, pursuant to Bill of Sale dated November 2, 1998.

DATED this 27th day of January, 1999.

Signed, sealed and delivered
in the presence of:

Shana Armijo
Witness
Shana Armijo
Type/print name of witness

Sherry A. Clayton
Witness
Sherry A. Clayton
Type/print name of witness

Michael J. Testoni
MICHAEL J. TESTONI
FILED
99 FEB 10 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing Resignation was acknowledged before me my MICHAEL J. TESTONI, this 27th day of January, 1999.

(NOTARIAL SEAL)

Sherry A. Clayton
Notary Public
Sherry A. Clayton

Typed/printed
My Commission Expires:



Sherry A. Clayton
MY COMMISSION # CC716203 EXPIRES
May 20, 2002
BONDED THRU TROY FAIN INSURANCE, INC.